

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

IN RE UNITEDHEALTH GROUP INCORPORATED SHAREHOLDER DERIVATIVE LITIGATION
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Master File No. 06-1216 JMR/FLN

**LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF SETTLEMENT OF  
DERIVATIVE ACTION AND FOR APPROVAL OF AWARD OF ATTORNEYS'  
FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

Lead Plaintiffs and the SLC move the Court for an Order granting final approval of settlement of the derivative action and Lead Plaintiffs also move for an order awarding attorneys' fees and reimbursement of litigation expenses. Specifically, these Motions request that the Court issue the following Order:

1. Granting Final Approval of the Settlement pursuant to Fed. R. Civ. P. 23.1;
2. Awarding Lead Plaintiffs' Counsel a total amount of \$47 million as and for attorneys' fees and reimbursement of litigation expenses;
3. Directing the Clerk of Court, pursuant to Fed. R. Civ. P. 54(b) enter final judgment dismissing this action with prejudice, on the merits, and without taxation of costs in favor of or against any party.

This Motion is based upon the following documents:

- a. Joint Declaration in Support of Proposed Settlement of Derivative Action and Award of Attorneys' Fees and Reimbursement of Litigation Expenses;
- b. Lead Plaintiffs' Memorandum of Law in Support of Motion to Final Approval of Settlement of Derivative Action;
- c. Lead Plaintiffs' Counsels' Memorandum of Law in Support of Motion for Approval of Award of Attorneys' Fees and Reimbursement of Litigation Expenses;

- d. Declaration of Brian F. Rice in Support of Lead Plaintiffs' Motion for an Award of Attorney Fees and Reimbursement of Expenses;
- e. Declaration of Edward F. Haber in Support of Lead Plaintiffs' Motion for an Award of Attorney Fees and Reimbursement of Expenses;
- f. Declaration of Chad Johnson in Support of Lead Plaintiffs' Motion for an Award of Attorney Fees and Reimbursement of Expenses;
- g. Declaration of Jay W. Eisenhofer in Support of Lead Plaintiffs' Motion for an Award of Attorney Fees and Reimbursement of Expenses;
- h. Declaration of Karl L. Cambronne in Support of Lead Plaintiffs' Motion for an Award of Attorney Fees and Reimbursement of Expenses; and
- i. The arguments of counsel.

Dated: January 30, 2009

**CHESTNUT & CAMBRONNE, P.A.**

By /s/ Karl L. Cambronne

Karl L. Cambronne #14321  
Jack L. Chestnut #16378  
Jeffrey D. Bores #227699  
3700 Campbell Mithun Tower  
222 South Ninth Street  
Minneapolis, MN 55402  
Telephone: (612) 339-7300  
Fax: (612) 336-2940

**SHAPIRO HABER & URMYY LLP**

Thomas G. Shapiro  
Edward F. Haber  
Michelle H. Blauner  
53 State Street  
Boston, MA 02109  
Telephone: (617) 439-3939  
Fax: (617) 439-0134

**BERNSTEIN LITOWITZ BERGER &  
GROSSMANN LLP**

Chad Johnson  
Beata Farber  
Adam Wierzbowski  
1285 Avenue of the Americas  
New York, NY 10019  
Telephone: (212) 554-1400  
Fax: (212) 554-1444

**GRANT & EISENHOFER P.A.**

Jay W. Eisenhofer  
Michael Barry  
45 Rockefeller Center, 15<sup>th</sup> Floor  
New York, NY 10111  
Telephone: (646) 722-8500  
Fax: (646) 722-8501

**RICE, MICHELS & WALTHER LLP**

Brian Rice, #14468X  
Ann Walther, #21369X  
Karin E. Peterson, #185048  
206 East Bridge, Riverplace  
10 Second Street Northeast  
Minneapolis, MN 55413  
Telephone: (612) 676-2300  
Fax: (612) 676-2319

*Counsel for Lead Plaintiffs*

**KLAUSNER & KAUFMAN, P.A.**

Robert D. Klausner  
10059 N.W. First Court  
Plantation, FL 33323  
Telephone: (954) 916-1202  
Fax: (954) 916-1232

*Additional Counsel for Jacksonville Police  
& Fire Pension Fund and Louisiana  
Sheriffs' Pension & Relief Fund*